

Cambridge University Press 978-0-521-18791-6 - Convergence in Shareholder Law Mathias M. Siems Table of Contents More information

CONTENTS

Preface and acknowledgments	page ix
List of abbreviations x	
Table of cases xix	
Table of legislation xxiii	
Introduction 1	

PART I The object and course of the investigation

1.	Dimensions of convergence in shareholder law 7	
I.	The spatial dimension: the legal systems covered 7	
II.	The objective dimension: the shareholder of a joint stock company	10
III.	The temporal dimension 17	
IV.	The methodological dimension 23	
V.	Summary 26	

PART II The status quo of convergence

2.	Legal bases 31
I.	International and regional law 31
II.	Statute law and case law 34
III.	Company and securities law 37
IV.	Self-regulation and state regulation 45
V.	Conclusion 59
3.	Bases for a shareholder typology 60
I.	The shareholder in the theoretical debate 60
II.	Real types of shareholder 64
III.	Conclusions 66

v



Cambridge University Press 978-0-521-18791-6 - Convergence in Shareholder Law Mathias M. Siems Table of Contents More information

vi	CONTENTS
4.	The 'shareholder as such' 68
I.	The profit-oriented shareholder 68
II.	The active shareholder 87
III.	The informed shareholder 120
IV.	The anonymous shareholder 136
V.	Conclusions to this chapter 147
5.	The shareholder in the power structure of the company 149
I.	The deciding shareholder 150
II.	The protected shareholder 174
III.	The litigating shareholder 210
IV.	Conclusions to this chapter 222
6.	Conclusions to Part II 224
I.	Divergence and convergence 224
II.	Globalization and Americanization 226
III.	Convergence and artificial convergence 228
PART III	Developmental two do and matterns
IAKIIII	Developmental trends and patterns
7.	Bases 231
	-
7.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239
7. I. II. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244
7. I. II.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239
7. I. II. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244
7. I. II. III. IV.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level Conclusions to this chapter 248
7. I. II. IV. 8.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255
7. I. II. IV. 8. I. II. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263
7. I. II. III. IV. 8. I. III. IV.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277
7. I. II. IV. 8. I. II. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263
7. I. II. III. IV. 8. I. III. IV.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277
7. I. II. IV. 8. I. III. IV. V.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277 Legislative responses 290
7. I. II. III. IV. 8. I. III. IV. V. 9. I. II.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277 Legislative responses 290 Convergence through pressure 297 Pressure from company founders 297 Pressure from management 307
7. I. II. III. IV. 8. I. III. IV. V. 9. I. III. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277 Legislative responses 290 Convergence through pressure 297 Pressure from company founders 297 Pressure from management 307 Pressure from shareholders 310
7. I. II. III. IV. 8. I. III. IV. V. 9. I. II. III. IV. V.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277 Legislative responses 290 Convergence through pressure 297 Pressure from company founders 297 Pressure from shareholders 310 Pressure from other interest groups 314
7. I. II. III. IV. 8. I. III. IV. V. 9. I. III. III.	Bases 231 The dependency of shareholder law 231 Regulatory levels of shareholder law 239 Regulatory forms at the national level 244 Conclusions to this chapter 248 Convergence through congruence 250 General cultural and economic-policy approximation 250 The convergence of legal cultures 255 Internationalization of the economy 263 Approximation of shareholder structures 277 Legislative responses 290 Convergence through pressure 297 Pressure from company founders 297 Pressure from management 307 Pressure from shareholders 310



Cambridge University Press 978-0-521-18791-6 - Convergence in Shareholder Law Mathias M. Siems Table of Contents More information

	CONTENTS	vii
10. I. II.	Future convergences in shareholder law 336 The 'shareholder as such' 336 The shareholder in the power structure of the company 353	
11. I. II. III.	Conclusions to Part III 366 Re-regulation 366 Convergence forces 367 Changes in future law 368	
PART IV	Conclusion Convergence as a model for the future 373	

373

381

391

Summary of principal findings 13. 396

The object of convergence in shareholder law

References 401 Index 451

Conclusion

Convergence 'from above'

Convergence 'from below'

I.

II.

III.

IV.